

YASH TRADING AND FINANCE LIMITED

(CIN:L51900MH1985PLC036794)

**POLICY ON DETERMINING MATERIALITY OF
EVENTS**

1. **Background**

The Securities and Exchange Board of India (“SEBI”), vide its Notification dated 2nd September, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”). The Regulations come into force from 1st December, 2015. The Regulations mandates listed entities to formulate a policy for determination of materiality of events. It is in this context that the Policy on Determining Materiality of Events (“Policy”) is being framed and implemented.

2. **Objective of the Policy**

In order to enable investors to make well informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis, there is a need of uniformity in disclosures to ensure compliance in letter and spirit.

3. **Definitions**

“Act” means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“Board of Directors” or “Board” means the collective body of the Directors of the Company.

“Company”, “This Company”, “The Company”, wherever occur in the policy shall mean “Yash Trading and Finance Limited”.

“Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

“Stock Exchange” means BSE Limited, where the securities of the Company are listed

“Material Event” means any event reasonably expected to affect a Company’s Stock price.

“Key Managerial Personnel” means Key Managerial Personnel as defined under Companies Act, 2013

4. **Interpretation**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. **Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (2) of regulation(30)**

The following shall be events upon occurrence of which company shall make disclosure to BSE without any application of the guidelines for materiality:-

- i. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.
- ii. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- iii. Revision in Rating(s).
- iv. Outcome of Meetings of the board of directors. The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the Board meeting, held to consider the following:
 - dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - any cancellation of dividend with reasons thereof;
 - the decision on buyback of securities;
 - the decision with respect to fund raising proposed to be undertaken
 - increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for
 - future issue or the creation in any form or manner of new shares or securities or any other
 - rights, privileges or benefits to subscribe to;
 - short particulars of any other alterations of capital, including calls;
 - financial results;
 - decision on voluntary delisting by the Company from stock exchange(s).
- v. Agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), Agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

- vi. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter
- vii. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, etc.), Auditor and Compliance Officer
- viii. Appointment or discontinuation of share transfer agent
- ix. Corporate debt restructuring
- x. One time settlement with a bank
- xi. Reference to BIFR and winding-up petition filed by any party / creditors.
- xii. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity
- xiii. Proceedings of Annual and extraordinary general meetings of the Company.
- xiv. Amendments to memorandum and articles of association of listed entity, in brief
- xv. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

6. Events which shall be disclosed upon application of the guidelines for materiality as specified in sub-regulation (4) of regulation(30)

The following shall be events upon occurrence of which company shall make disclosure to BSE subject to application of the guidelines for materiality as specified in sub-regulation (3) of regulation (30):-

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 - ii. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
 - iii. Capacity addition or product launch.
 - iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 - v. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
 - vi. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 - vii. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 - viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 - ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
 - x. Options to purchase securities including any ESOP/ESPS Scheme.
 - xi. Giving of guarantees or indemnity or becoming a surety for any third party.
 - xii. Granting, withdrawal , surrender , cancellation or suspension of key licenses or regulatory approvals.
7. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
8. Without prejudice to the generality of para 5, 6 and 7 above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

9. Authorizing Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange:

The following KMPs are authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange:-

Name	Designation	Contact details
Mr. Sadiq Patel	Whole Time Director & CFO	yashtradingandfinancelimited@gmail.com
Ms. Krisha Mehta	Company Secretary & Compliance Officer	

Details of above KMPs shall be also disclosed to the stock exchange and as well as on the Company's website.

10. **Time Limit for disclosure of Event or Information to the Stock Exchange**

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III of LODR Regulation, or **information within twenty four hours from the occurrence of event or information**. In case the disclosure is made after twenty four hours of occurrence of the event or information, the Company shall, along with such disclosures provide explanation for delay.

Disclosure with respect to events specified in sub-Para 4 of Para A of Part A of Schedule III of LODR Regulation *shall be made within thirty minutes of the conclusion of the board meeting*.

11. **Disclosures on Company's Website and disclosure preservation period**

The Company shall disclose on its website all such events or information which has been disclosed to stock exchange under this policy, and such disclosures shall be hosted on the website of the company for a minimum period of five years and thereafter as per the Documents Preservation Policy of the Company, as disclosed on its website.

12. **Review of the policy**

The Board of directors of the company shall review the policy on annual basis. The authorized person shall provide regular assurance to board of directors on the effectiveness of the Policy.

For Yash Trading and Finance Limited

Sd/-

Sadiq Patel

Whole Time Director

DIN: 06911684

Note: The above said policy was approved by the Board of Directors at their meeting held on 29th January, 2016 and shall become applicable w.e.f. 1st December, 2015